

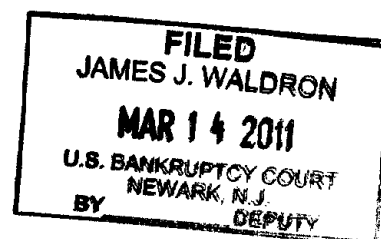
UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-2(c)
COLE, SCHOTZ, MEISEL,
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Trustee for the Jazz Photo Corp.
Liquidation Trust

In re:

JAZZ PHOTO CORP.,

Debtor.



Case No. 03-26565 (MS)

Judge: Morris Stern

Chapter 11

**FINAL DECREE AND ORDER (i) AUTHORIZING AND DIRECTING SETOFF AND
REFUND OF OVERPAYMENT OF QUARTERLY FEES TO THE UNITED STATES
TRUSTEE, AND (ii) CLOSING THE DEBTOR'S CHAPTER 11 CASE PURSUANT TO
11 U.S.C. § 350(a) AND FED. R. BANKR. P. 3022**

The relief set forth on the following pages, numbered two (2) and three (3), is hereby
ORDERED.

3/14/11

A large, stylized handwritten signature in black ink, likely belonging to the court clerk.

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Debtor: TARRAGON CORPORATION, *et al.*
Case No.: 09-10555 (DHS)
Caption of Order: FINAL DECREE AND ORDER (i) AUTHORIZING AND DIRECTING SETOFF AND REFUND OF OVERPAYMENT OF QUARTERLY FEES TO THE UNITED STATES TRUSTEE, AND (ii) CLOSING THE DEBTOR'S CHAPTER 11 CASE PURSUANT TO 11 U.S.C. § 350(a) AND FED. R. BANKR. P. 3022

THIS MATTER having been opened to the Court by Cole, Schotz, Meisel, Forman & Leonard, P.A., counsel for Edwin N. Ordway, Jr., the Trustee for the Jazz Photo Corp. Liquidation Trust (the "Trustee"), for the entry of an order (i) authorizing and directing the setoff and refund of an overpayment of quarterly fees to the United States Trustee, (ii) for a final decree and closing the Debtor's Chapter 11 case pursuant to 11 U.S.C. § 350(a) and Fed. R. Bankr. P. 3002, and (iii) for such other and further relief as the Court deems just and proper (the "Motion"); and it appearing that good and sufficient notice of the Motion was provided to all parties-in-interest as evidenced by the Affidavit of Service filed with the Court; and the Court having considered the moving papers and determined that good cause exists for the entry of this Order,

IT IS ORDERED as follows:

1. The Trustee is authorized to set off the Overpayment (as that term is defined in the Application in support of the Motion) against any quarterly fees owed to the United States Trustee ("UST") hereafter. The UST is hereby directed to refund any remaining balance of the Overpayment after such setoff, to the Trustee within ^{90*}~~seven (7)~~ business days after being provided with written notice of such balance by the Trustee or his counsel. The Trustee shall make a final distribution to creditors within thirty (30) days after his receipt of the remaining balance of the Overpayment from the UST.

* if feasible, and as soon as practicable

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Debtor:

TARRAGON CORPORATION, *et al.*

Case No.:

09-10555 (DHS)

Caption of Order:

FINAL DECREE AND ORDER (i) AUTHORIZING AND DIRECTING SETOFF AND REFUND OF OVERPAYMENT OF QUARTERLY FEES TO THE UNITED STATES TRUSTEE, AND (ii) CLOSING THE DEBTOR'S CHAPTER 11 CASE PURSUANT TO 11 U.S.C. § 350(a) AND FED. R. BANKR. P. 3022

2. The Chapter 11 case of Jazz Photo Corp. (Case No. 03-26565) hereby is deemed fully administered and closed.

3. Within thirty (30) days of the entry of this Order, the Trustee shall (i) file all outstanding post-confirmation quarterly reports through the date of this Order, and (ii) pay all statutory fees due to the U.S. Trustee Program pursuant to 28 U.S.C. 193(a)(6), if any, subject to the provisions in Paragraph 1 above.

4. A true copy of this Order shall be served on all parties-in-interest by regular, first-class mail within seven (7) days hereof.